



Adopted October 12, 2012

“Developing a sustainable model for the commercialization of USDA research outcomes.”



The ATIP Foundation's purpose is to serve as a catalyst for the commercialization of USDA research outcomes. The Foundation supports a strategic approach to the formation of collaborative partnerships, facilitating and enabling the integration of industry, academic, and government research and discovery with venture capital and talent & know how.

The ATIP Foundation's work is national, regional, and local in scope, premised on the concept that our future economic sustainability is dependent upon fostering collaboration among and between our nation's federal labs, research oriented universities, technology focused economic development entities, venture capital, and business and industry; resulting in greater affordability, reliability, and efficiency for all parties.

The ATIP Foundation is a nonprofit LLC, incorporated in Texas in June 2011, with offices in Arlington, Texas and Columbia, Maryland.

The ATIP Foundation is governed by a Board of Managers, comprised of USDA federal partnership intermediaries. It is supported by an Advisory Council, comprised of ATIP Foundation corporate, university, venture capital, and economic development organization partner/investors.

Notification of Proprietary Information

The information furnished in this report is proprietary to the ATIP Foundation and, therefore, is privileged and confidential. It shall not be disclosed outside the Government for any reason (including Freedom of Information Act requests), without the prior written approval of The ATIP Foundation, or duplicated, used, or disclosed, in whole or in part, for any other purpose than to evaluate the proposal, provided that if a contract is awarded as a result, or in connection with the review, evaluation, or submission of any such information, the Government agencies represented by The ATIP Foundation shall have the right to see, or to disclose this information to the extent provided in the contract. This restriction does not limit the Government's right to use data contained in such information if obtained from any other source without restrictions.

The ATIP Foundation

Introduction

The incorporation of the ATIP Foundation on June 24, 2011 should generally be viewed as one the most significant events in the history of USDA technology transfer, in terms of its potential impact on the economic growth and viability of the agricultural sector in the U.S. It should be seen as the foundation for the capability to move USDA funded technology discoveries to the marketplace.

In recent years, the global agricultural marketplace has changed. Today, U.S. Agriculture competes in a globally competitive yet integrated, knowledge based, innovation driven economy. Remaining competitive, therefore, requires that we re-position the U.S. agriculture industry as a leader in research and innovation, resulting in commercializable discoveries, applicable to enhanced agricultural production and yield, as well as agricultural related products.

In our view, doing so will require two things: (1) new models, that can enable USDA to remain a global leader, enabling and supporting the collaboration of existing agricultural stakeholders, rather than the creation of new organizations; and (2) new ways of thinking, in support of those collaborations.

Concept

The ATIP Foundation has been established as a nonprofit catalyst, to bring together USDA's federal partnership intermediaries in a collaborative environment, working to build coordination among and between USDA's extramural and intramural research programs and the nation's agricultural industry.

As proposed, it is focused on enabling collaboration among the USDA partnership intermediaries around seven critical sectors:

1. Expedite the transition of USDA technologies from USDA labs and research institutes into the commercial sector.
2. Increase the use of agriculture technology discoveries that meet the needs of emerging markets.
3. Seek funding for research, training, and product development to support the technology needs of the Agriculture industry and efforts to commercialize new technologies.
4. Develop industry access to utilize USDA research and research facilities, as well as other USDA funded research.
5. Create sustainable communities by promoting regional innovation clusters, supported by USDA research outcomes.
6. Host regional events co-sponsored with USDA, showcasing technologies available for licensing, and facilitating adoption of research outcomes.
7. Provide for the development of the skilled workers needed to sustain the growth of the industry.

ATIP Objectives

The primary objective of the ATIP Foundation (hereinafter referred to as the “Foundation”) is to create a nationally recognized, investor based consortium of agri-businesses, universities, economic development entities, and venture funds for the development, implementation, and commercialization of USDA technology discoveries, in order to develop, and expand the agriculture industry. The Foundation specifically seeks to improve the competitiveness and profitability of the agriculture and agri-business industry sectors. A further objective is to educate and train the next generation of skilled workers in key areas required to support the agriculture and agri-business industry sectors.

Guiding Principles

The Foundation is designed to help speed the movement of new ideas, technology solutions, and products to commercialization. Key to success is engaging businesses, universities, and government to support, and collaborate on applied research that focuses on finding solutions to common industry problems.

Expected Outcomes

An expected outcome of the Foundation’s work is to foster cooperative relationships between member institutions to address critical needs and maintain global competitiveness for the emergence and growth of the agriculture and agri-business industry. Important metrics to assess the Foundation’s effectiveness include the number of Cooperative Research & Development Agreements (CRADA’s) and Patent License Agreements (PLA’s) linked to Foundation-facilitated activities, as well as conference presentations, technology showcases and “forums” delivering solutions to the ag sector, and amount of funded research projects.

Governance

Board of Managers

The Foundation is organized as a non profit LLC, with a Board of Managers that oversees operations in accordance with the Foundation’s mission, charged with establishing (1) policy, (2) strategic goals, and (3) allocation of resources.

The initial Board of Managers will be comprised of the founding USDA partnership intermediaries active in technology-based economic development. Each founding member will have permanent voting status, due to their commitment and contribution to the establishment of the Foundation.

USDA Liaison Committee

The Foundation’s interface with the U.S. Department of Agriculture is primarily with and through the USDA Liaison Committee. The USDA Liaison Committee is an internal USDA committee and not a part of the Foundation.

The Liaison Committee serves three primary purposes: (1) to ensure the independence of USDA research activities; (2) maintain mission relevance; and (3) align the purpose of research and mission with the work of the ATIP Foundation. The USDA Liaison Committee will review and approve internal USDA and external Foundation requests to fund USDA research to determine whether those requests fit the USDA mission and research priorities. If not, then USDA would not accept the funds. Research finds will be accepted from the Foundation through a standard Trust Fund Cooperative Research Agreement (7 USC 450a).

Management

Coordination and day to day management of the Foundation will be the responsibility of the Organizing Member (TechComm) and the Secretariat (TEDCO), subject to the authorization of the Board, until the Articles of Incorporation and By-Laws have been adopted.

The Organizing Member and Secretariat will also provide the initial staff support to implement and coordinate both internal and external operations of the Foundation.

Technical Guidance Committees

The Foundation Board of Managers may also establish Technical Guidance Committees (TGC) that address critical needs areas of both USDA Partnership Intermediaries and/or Foundation Investors. The TGCs are working committees of the Foundation. The number of members each Foundation investor can appoint will be related to the level of their investment. The TGCs will guide the focus of specific collaborative activities and identify specific research and development needs for each industry sector consistent with USDA's mission. They will also disseminate and evaluate requests for proposals from industry for Foundation research and funding. Each project selected by the TGCs will be managed by an assignee from one of the USDA Affiliate Partners.

Intellectual Property

The Foundation is committed to working with USDA and the agribusiness industry to develop new technologies and solutions that can be translated to enhancing the business operations of its investors. The guidelines for patent, copyright, technical data and software policies that apply to Foundation projects and/or research shall be based on principles that best accommodate the goals of USDA, corporate investors, and university partners.

Ownership of intellectual property shall be in accordance with U.S. patent law and USDA policies and procedures. USDA will accept research funds from the Foundation through a standard Trust Fund Cooperative Research Agreement (7 USC 450a) which describes data exchange and intellectual property management. Project results will be released by the USDA according to uniform procedures such that the Foundation receives such results not later than other interested parties and that there is no subsequent restriction on release by the USDA or the Foundation Sponsor. Data which are compiled under a Foundation supported Trust Fund Cooperative Research will be shared and mutually interchanged by the USDA and the Foundation. Final results of the undertaking will be made available to both parties. The USDA has the right to publish in the scientific literature the results of the project. Any technical publication developed as a result of a Foundation supported Trust Fund Cooperative Research Agreement will be submitted by the USDA to the Foundation for review and comment. This review period will be 90 days. Requests for confidentiality will be considered by the USDA pursuant to and in accordance with the provisions of the Freedom of Information Act.

All rights, title, and interest in inventions made under a Foundation supported Trust Fund Cooperative Research Agreement solely by employees of the USDA shall be owned by the USDA. Any invention made jointly under the Agreement by at least one employee of the Foundation and at least one employee of the USDA shall be jointly owned. Any invention made under the Agreement solely by individuals employed by the Foundation shall be owned by the Foundation, provided the USDA is granted a royalty-free, nonexclusive, irrevocable license to use the invention for U.S. Government purposes.

For Foundation and/or investor funded and/or managed research, participating members will be required to submit all planned publications, research reports, and invention disclosures derived from that supported research to Foundation for a 90-day prior review. This review will allow each investor the option of attempting to negotiate an exclusive or non-exclusive license for any available IP generated from Foundation funded or managed projects, and/or attempting to negotiate sponsored research agreements (SRAs) directly with the institution(s) performing the research of interest to continue and expand the specific research agenda. USG funded and/or patented research outcomes will be regulated in accordance with USDA policy as described above.

Foundation investors will also have the option and receive assistance to negotiate Sponsored Research Agreements separately and directly between ATIP Foundation corporate investors and universities. This research is not Foundation and/or USDA funded or managed research. Intellectual property rights would then be governed by the policies at the performing institution(s).

Further provisions will be described for handling Non-Disclosure Agreements, rights to publish, indemnification, and liability.

Research

The Foundation's approach will facilitate effective communication between the research community and agriculture developers and users. This will help USDA, corporate, and university researchers align their efforts towards rapid and timely technology developments. The Foundation will serve its partners and stakeholders through: (1) enabling them to test and evaluate research ideas by helping them gain access to research, technologies, and facilities that are designated for agricultural development; (2) identifying research funding and resource opportunities pertaining to the Foundation; (3) by helping set up strong teams to respond to RFPs (Requests For Proposal); and (4) enabling them to develop funded research efforts.

Workforce Development & Training

From a workforce perspective, the Foundation will focus on fostering the training curriculum and capacity that will be needed for the growth of the industry, working with and through the National Institute for Food & Agriculture (NIFA), the Agriculture Extension Service, and participating Land Grant Universities. In addition, the Foundation anticipates seeking funding assistance from the U.S. Department of Labor, as well as State and local workforce investment boards.

Accounting, Research agreements and Flow of Funding

All in-coming funds to the Foundation received from USDA and all out-going funds from the Foundation to the USDA will be managed in accordance with USDA policy, under standard USDA agreements.

All investments, project commitments and contributions received from investors will be payable to Foundation by the first of the calendar year. All Foundation funded or managed research projects (SRPs) will be contracted between Foundation and funders. Sponsored research agreements (SRAs) will be made directly between corporate/ industry/university partners and/or the performing institutional member(s).

The Foundation Executive Committee, with the concurrence of the Governing Board of Managers, will execute Foundation funded/sponsored/managed grant agreements for proposals selected for awards.

Master NDA terms will follow industry standards.

A *pro forma* financial plan for specifics on income, operational expenses, and capital expenditures for the first three years of operation will be provided once the investor fees have been established and an estimate of the number of investors is made.

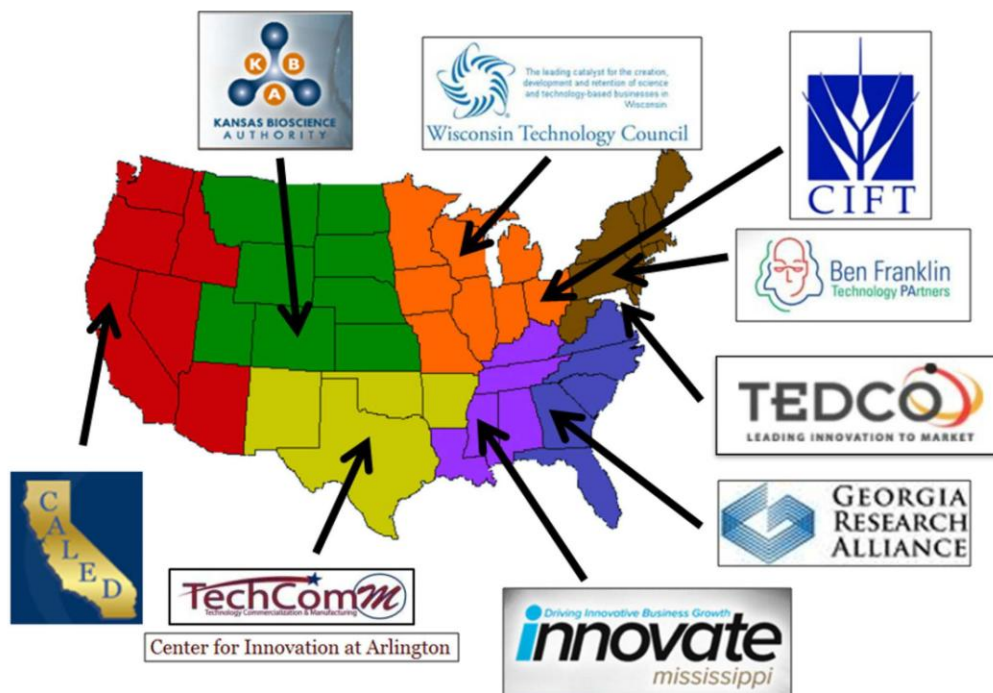
The Founding Partners

The establishment of the ATIP Foundation is led by nine “Founding Partners” who share a common vision for technology-based economic development.

- The Center for Innovation (CFI)
- Ben Franklin Technology Development Authority
- California Association for Local Economic Development
- Center for Innovative Food Technology
- Georgia Research Alliance
- Kansas BioScience Authority
- Mississippi Technology Alliance
- Maryland Technology Development Corporation
- Wisconsin Security Research Consortium

Agricultural Technology Innovation Partnership Network

The Agricultural Technology Innovation Partnership (ATIP) Network of ARS.



ATIP Foundation Business Structure

The proposed structure for the ATIP foundation is modeled after the National Defense Industry Alliance. As discussed over the past two years, it appears that this structure would meet the vision of and for the ATIP Foundation going forward.

Programs would be established with input from the USDA Liaison Committee, the ATIP Foundation Board of Managers, and the Foundation's Advisory Council.

The first order of business will be to establish a strong funding base for the Foundation, through a national investor campaign. Once this has been established, the other activities will be developed, as deemed appropriate, by the board of managers, the USDA Liaison Committee, and the Advisory Council.

